

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 16687 FILED MLN
APR 24 '98 11-25AM

OF COUNSEL
URBAN A. LESTER

April 24, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of the following secondary documents as defined in the Board's Rules for the Recordation of Documents: Lease Supplement No. 8 to Rail Trust 89-5, dated March 17, 1998, and Security Agreement and Trust Indenture to Rail Trust 89-5, Supplement No. 7, dated March 17, 1998.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16687.

The names and addresses of the parties to the enclosed documents are

Lease Supplement No. 8

Lessor	First Security Bank, N.A. 79 South Main Street Salt Lake City, Utah 84111
Lessee.	GE Capital Railcar Associates, Inc. 33 West Monroe Street Chicago, Illinois 60603

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 24 11 25 AM '98

Counter Part

Mr. Vernon A. Williams
April 24, 1998
Page 2

Security Agreement and Trust Indenture
Supplement No. 7

Owner Trustee: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: First Trust National Association
111 East Wacker Drive, Suite 3000
Chicago, IL 60601

A description of the changes in reporting marks and road numbers of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Supplements.

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

ROBERT W. ALVORD
ALVORD AND ALVORD
918 SIXTEENTH ST., NW., STE. 200
WASHINGTON, DC., 20006-2973

DATE:4/24/98

DEAR SIR:

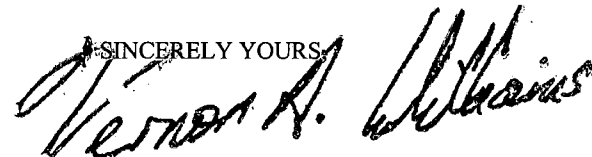
THE ENCLOSED DOCUMENT(S) WAS RECORDED PURSUANT TO THE PROVISIONS OF 49 USC 11301

AND 49 CFR 1177.3 (C), ON AT 4/24/98

11:25 AM

ASSIGNED RECORDATION NUMBER(S). 16126-L, 16126-M, 16127-P, 16127-Q, 16129-O, 16129-P, 16687-M,
✓ 16687-N, 16688-Q AND 16688-R. ✓

SINCERELY YOURS,

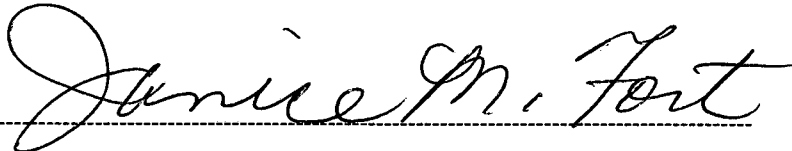

VERNON A. WILLIAMS
SECRETARY

ENCLOSURE(*S)

260.00

\$-----THE AMOUNT INDICATED AT THE LEFT HAS BEEN RECEIVED IN PAYMENT OF A FEE IN CONNECTION WITH A DOCUMENT FILED ON THE DATE SHOWN. THIS RECEIPT IS ISSUED FOR THE AMOUNT PAID. IN THE EVENT OF AN ERROR OR ANY QUESTIONS CONCERNING THIS FEE, YOU WILL RECEIVE NOTIFICATION AFTER THE SURFACE TRANSPORTATION BOARD HAS HAD AN OPPORTUNITY TO EXAMINE YOUR DOCUMENT.

SIGNATURE-----



APR 24 '98

11-25AM

**LEASE SUPPLEMENT NO. 8
TO RAIL TRUST 89-5**

LEASE SUPPLEMENT NO. 8 ("LEASE SUPPLEMENT NO. 8) between FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A., a national banking corporation, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 89-5, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to IteL Rail Corporation.

WHEREAS, Lessee leased from Lessor certain units of railroad equipment pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented, dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989 and given Recordation No. 16687; and

WHEREAS, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.

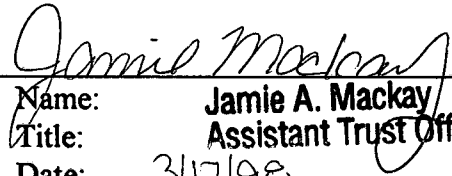
2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1997
December 31, 1997.

3. This Lease Supplement No. 8 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 8, and any party hereto may execute this Lease Supplement No. 8 by signing one or more counterparts

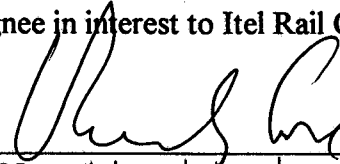
LESSOR:

FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-5

By: 
Name: **Jamie A. Mackay**
Title: **Assistant Trust Officer**
Date: **3/17/98**

LESSEE:

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Iteq Rail Corporation

By: 
Name: **Winston Lowe**
Title: **Sr. Vice President**
Date: **4/21/98**

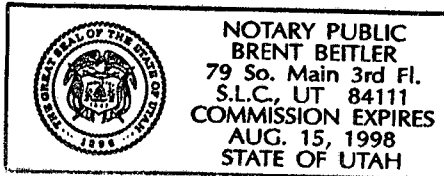
ACKNOWLEDGED BY:

FIRST TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By: _____
Name:
Title:
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 17th day of March, 1998, before me personally appeared
Jamie A. Mackay, personally known to me to be the person who executed
this instrument as Assistant Trust Officer of FIRST SECURITY
BANK, N.A., and acknowledged to me that the corporation executed it.



[Signature]
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21st day of April, 1998, before me personally appeared
Winston I Lowe, personally known to me to be the person who executed
this instrument as Sr. Vice President GE CAPITAL RAILCAR
ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

Ricki Knapp
Notary Public



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 1998, before me personally appeared
_____, personally known to me to be the person who executed
this instrument as _____ FIRST TRUST NATIONAL
ASSOCIATION, and acknowledged to me that the corporation executed it.

Notary Public

2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1997
December 31, 1997.

3. This Lease Supplement No. 8 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 8, and any party hereto may execute this Lease Supplement No. 8 by signing one or more counterparts

LESSOR:

FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-5

By: _____
Name:
Title:
Date:

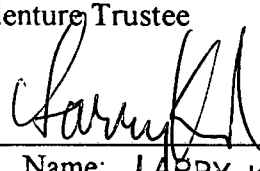
LESSEE:

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Itel Rail Corporation

By: _____
Name:
Title:
Date:

ACKNOWLEDGED BY:

FIRST TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By:  _____
Name: LARRY KUSCH
Title: Asst. Vice President
Date: 3/12/98

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this ____ day of _____, 1998, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ of FIRST SECURITY BANK, N.A., and acknowledged to me that the corporation executed it.

Notary Public

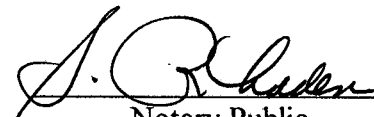
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 1998, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

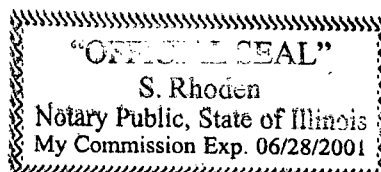
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of March, 1998, before me personally appeared **LARRY KUSCH**, personally known to me to be the person who executed this instrument as Asst Vice President FIRST TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.



Notary Public



SCHEDULE A

<u>OLD MARK</u>	<u>OLD NUMBER</u>	<u>NEW MARK</u>	<u>NEW NUMBER</u>
TCWR	020134	USLX	020416
TCWR	020136	USLX	020449
TCWR	020137	USLX	020455
TCWR	020138	USLX	020470
TCWR	020139	USLX	020474